

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:

MESA AIR GROUP, INC., *et al.*,

Debtors.¹

Chapter 11

Case No. 10-10018 (MG)

(Jointly Administered)

**DECLARATION OF STEPHANIE WILLIAMS IN SUPPORT
OF THE NOTICE OF SALE OF A CERTAIN BEECH BONANZA
AIRCRAFT, MODEL NO. A-36, SERIAL NO. E-2718, N-NUMBER 435P**

Stephanie Williams, being duly sworn, hereby deposes and says:

1. I am an individual residing at 223 Airport Rd., Americus, GA 31709. I am the CFO & Secretary of Souther Field Aviation, Inc. (“Buyer”) and I am authorized to act on behalf of the Buyer. I have been involved with the day-to-day negotiations between me and the debtors and debtors-in-possession (the “Debtors”) regarding the sale of that certain Beech Bonanza Aircraft, Model No. A-36, Serial No. E-2718, N-Number 435P (the “Aircraft”). All facts set forth in this Declaration are based on my personal knowledge. If I were called upon to testify, I would testify competently to the facts set forth herein.

2. During these negotiations, I recognized that the Debtors were free to engage any other party to acquire the Aircraft and that all negotiations between me and the Debtors were at arm's length, without collusion, and proceeded in good faith.

3. I am not an insider of the Debtors as that term is defined under section 101(31) of the Bankruptcy Code and do not have any affiliation with the Debtors.

¹ The Debtors are: Mesa Air Group, Inc. (2351); Mesa Air New York, Inc. (3457); Mesa In-Flight, Inc. (9110); Freedom Airlines, Inc. (9364), Mesa Airlines, Inc. (4800), MPD, Inc. (7849), Ritz Hotel Management Corp. (7688); Regional Aircraft Services, Inc. (1911); Air Midwest, Inc. (6610); Mesa Air Group Airline Inventory Management, LLC (2015); Nilchi, Inc. (5531); and Patar, Inc. (1653).

4. Other than the terms of the Transaction set forth under the Sale Notice and the bill of sale annexed thereto, there were no other agreements between me and the Debtors or any other agreements with third-parties regarding the Transaction and that all agreements and arrangements regarding the Transaction have been disclosed to the Court.

The foregoing is true and correct to the best of my knowledge, information, and belief.

/s/ Stephanie Williams

Stephanie Williams